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10 Brennan, Seth H.Z. Fischer, Jeffrey L. Vacirca,  
Dolatrai M. Vyas, Bernice R. Welles, Stuart Krassner,  
11 Raymond W. Cohen, Anthony E. Maida, And  
Elizabeth A. Czerepak

12 **UNITED STATES DISTRICT COURT**  
13 **DISTRICT OF NEVADA**

14 MARK CSABA, derivatively on behalf of  
15 SPECTRUM PHARMACEUTICALS, INC.,  
16 Plaintiff,

17 v.

18 JOSEPH W. TURGEON, KURT A.  
GUSTAFSON, FRANCOIS LEBEL,  
19 WILLIAM L. ASHTON, NORA E.  
BRENNAN, SETH H.Z. FISCHER, JEFFREY  
20 L. VACIRCA, DOLATRAI M. VYAS,  
BERNICE R. WELLES, STUART  
21 KRASSNER, RAYMOND W. COHEN,  
GILLES R. GAGNON, ANTHONY E.  
22 MAIDA, AND ELIZABETH A. CZEREPAK

23 Defendants,

24 and

25 SPECTRUM PHARMACEUTICALS, INC.,  
26 Nominal Defendant.

CASE NO. 2:21-cv-02202-JCM-BNW

**STIPULATION AND  
ORDER GRANTING STAY OF  
PLAINTIFF'S VERIFIED  
SHAREHOLDER DERIVATIVE  
COMPLAINT AND NOTICE OF  
RELATED ACTION**

1 WHEREAS, Plaintiff Mark Csaba ("Plaintiff"), by his undersigned attorneys, derivatively  
2 and on behalf of Nominal Defendant Spectrum Pharmaceuticals, Inc. ("Spectrum" or the  
3 "Company"), filed a Verified Stockholder Derivative Complaint against Defendants Joseph W.  
4 Turgeon ("Turgeon"), Kurt A. Gustafson ("Gustafson"), Francois Lebel ("Lebel"), William L.  
5 Ashton ("Ashton"), Nora E. Brennan ("Brennan"), Seth H.Z. Fischer ("Fischer"), Jeffrey L. Vacirca  
6 ("Vacirca"), Dolatrai M. Vyas ("Vyas"), Bernice R. Welles ("Welles"), Stuart Krassner  
7 ("Krassner"), Raymond W. Cohen ("Cohen"), Anthony E. Maida ("Maida"), and Elizabeth A.  
8 Czerepak ("Czerepak") (collectively, the "Individual Defendants," and together with Spectrum,  
9 the "Defendants").<sup>1</sup> Plaintiff and Defendants seek to stay this shareholder derivative action pending  
10 further proceedings in a related securities class action pending before this Court;

11 WHEREAS, on August 31, 2021, a putative shareholder class action, *Luo v. Spectrum*  
12 *Pharmaceuticals, Inc., et al.*, Case No. 2:21-cv-1612-cv-00966-JAD-BNW (the "Securities Class  
13 Action"), was filed in this Court;

14 WHEREAS, the Securities Class Action asserts claims against the Company and two  
15 current or former officers and directors under Sections 10(b) and 20(a) of the Securities Exchange  
16 Act of 1934 ("Exchange Act"), alleging that statements made by defendants during the period of  
17 December 27, 2018 to August 5, 2021 were misleading;

18 WHEREAS, Plaintiff filed this shareholder derivative action on December 15, 2021, and  
19 purports to assert claims on behalf of the Company against the Individual Defendants, all of whom  
20 are current and former officers and directors of the Company;

21 WHEREAS, this shareholder derivative action is based on allegations substantially similar  
22 to those in the Securities Class Action, and alleges that the Individual Defendants have subjected  
23 the Company to potential liability in the Securities Class Action based on statements alleged to be  
24 actionable in the Securities Class Action or otherwise under the securities laws, that Defendants  
25

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26 <sup>1</sup> The Complaint also names individual defendant Gilles Gagnon, who is not a party to this  
27 stipulation but to whom the proposed stay would also apply. As part of this stipulation,  
28 Paul Hastings LLP, counsel to Defendants, hereby agrees to accept service on behalf of any yet  
unserved party to this action other than Mr. Gagnon.

1 breached their fiduciary duties, and have been unjustly enriched in connection with the Securities  
2 Class Action;

3 WHEREAS, Plaintiff and Defendants agree that this shareholder derivative action is related  
4 to the Securities Class Action and they, *inter alia*, "arise from the same or substantially identical  
5 transactions, happenings, or events," "involve the same or substantially the same parties or  
6 property," and "call for determination of the same or substantially identical questions of law";

7 WHEREAS, pursuant to the Private Securities Litigation Reform Act ("PSLRA"), a lead  
8 plaintiff is in the process of being appointed in the Securities Class Action whereupon Plaintiff and  
9 Defendants anticipate an amended complaint will be filed which will likely be the subject of a  
10 motion to dismiss by the defendants in the Securities Class Action;

11 WHEREAS, pursuant to the PSLRA, all discovery and other proceedings in the Securities  
12 Class Action are statutorily stayed until and unless a motion to dismiss is denied;

13 WHEREAS, the interests of efficiency and economy would be furthered by staying  
14 proceedings in this action until it is determined by the Court whether the related Securities Class  
15 Action can survive a motion to dismiss, and litigating this action in the meantime would require the  
16 parties and the Court to incur potentially unnecessary time and expense;

17 WHEREAS, other courts have recognized that, in the same circumstances, a stay of  
18 derivative litigation in favor of a substantially similar securities class action is appropriate and  
19 furthers the interests of efficiency and economy. *See, e.g., In re RH, Inc. S'holder Deriv. Litig.*,  
20 2019 WL 580668, at \*3-4 (N.D. Cal. Jan. 23, 2019); *In re STEC, Inc. Deriv. Litig.*,  
21 2012 WL 8978155, at \*8 (C.D. Cal. Jan. 12, 2012); *Tutschek v. Schinazi*, 2019 WL 6873795,  
22 at \*2-4 (W.D. Wash. Dec. 17, 2019);

23 NOW, THEREFORE, the parties stipulate and request that the Court enter an order  
24 providing that:

25 1. All proceedings and deadlines in this action, including all deadlines for responding  
26 to the complaint, shall be stayed;

1           2.       The stay of proceedings shall remain in effect until the earlier of (i) an order denying  
2 a motion to dismiss in the Securities Class Action in whole or in part, or (ii) dismissal of the  
3 Securities Class Action with prejudice;

4           3.       Notwithstanding the above, any of the parties to this Stipulation may request that  
5 the Court lift the voluntary stay upon good cause shown by giving the other parties at least ten (10)  
6 business days' written notice that they believe such good cause exists and thereafter bringing the  
7 matter to the Court's attention and requesting that the voluntary stay be lifted.

8           4.       Upon termination of the stay pursuant to the provisions of paragraph 2, the parties  
9 shall meet and confer within twenty-one (21) days regarding: (i) an agreed-upon deadline, if  
10 necessary, for Defendants to move, answer or otherwise respond to the operative complaint in this  
11 action; and (ii) a briefing schedule for any motion to dismiss the operative complaint in this action.

12          5.       By entering into this stipulation, Plaintiff and Defendants do not intend to waive,  
13 and expressly reserve, any rights, defenses or claims they may have in the Shareholder Derivative  
14 Action.

15          6.       The stay shall apply to any purported shareholder derivative action arising out of the  
16 same or substantially the same transactions or events as the Shareholder Derivative Action that is  
17 subsequently filed in, removed to, or transferred to this Court.

18          7.       Defendants shall produce to Plaintiff any documents concerning the conduct alleged  
19 in this action produced in response to a shareholder of Spectrum making a demand on the Company  
20 pursuant to 8 *Del. C.* § 220, subject to a mutually agreed upon confidentiality agreement.

21          8.       While this action is stayed, and for up to one year after the stay is lifted, Defendants  
22 will provide reasonable advance notice to Plaintiff of any mediation proceedings in the Securities  
23 Class Action. While this action is stayed, and for up to one year after the stay is lifted, Defendants  
24 will provide reasonable advance notice to Plaintiff of any mediation proceedings in any related  
25 derivative lawsuit, and/or in any threatened related derivative lawsuit.

26          9.       Notwithstanding a stay of this action, Plaintiff may file one amended complaint as  
27 a matter of course, without seeking leave of the Court. Without waiving any defenses or objections,  
28

Defendants shall be under no obligation to answer, move, or otherwise respond to the complaint or any such amended complaints while this action is stayed.

IT IS SO STIPULATED.

DATED: March 1, 2022

PAUL HASTINGS LLP

By: /s/ Christopher H. McGrath  
CHRISTOPHER H. McGRATH  
695 Town Center Drive, 17th Floor  
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DATED: March 1, 2022

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By: /s/ Jordan T. Smith  
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R. Welles, Stuart Krassner, Raymond W.  
Cohen, Anthony E. Maida, and Elizabeth A.  
Czerepak*

DATED: March 1, 2022

MUCKLERROY LUNT, LLC

By: /s/ Martin A. Muckleroy  
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DATED: March 1, 2022

BRAGAR EAGEL & SQUIRE, P.C.

By: /s/ Garam Choe  
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*Attorneys for Plaintiff*

IT IS SO ORDERED.

*James C. Mahan*  
UNITED STATES DISTRICT COURT JUDGE

DATED: March 14, 2022

CASE NO. 2:21-cv-02202-JCM-BNW